

BAUSEWINE GEORGE W  
Form 4  
January 30, 2006

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BAUSEWINE GEORGE W

2. Issuer Name and Ticker or Trading Symbol  
CLECO CORP [CNL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
P.O. BOX 5000

3. Date of Earliest Transaction (Month/Day/Year)  
01/27/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

Senior Vice President

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

PINEVILLE, LA 71361-5000

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$1 par	12/31/2005		J <sup>(1)</sup>	216.896 A	16,435.0652	D	
Convertible Preferred, Series of 1991	12/31/2005		J <sup>(3)</sup>	47.1573 A	481.4501	I	ESOP
Common Stock, \$1 par	01/27/2006		A <sup>(5)</sup>	1,552 A	\$ 0 17,987.0652	D	
Common Stock, \$1 par	01/27/2006		A <sup>(6)</sup>	2,795 A	\$ 0 20,782.0652	D	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities. Row 1: Phantom Stock (7), (8), 01/27/2006, A, 2,795, 12/31/2008, 12/31/2008, Common Stock, \$1 par, 2,795.

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). BAUSEWINE GEORGE W, P.O. BOX 5000, PINEVILLE, LA 71361-5000, Senior Vice President.

Signatures

Judy P. Miller, Atty-in-Fact for George W. Bausewine, 01/30/2006. \*\*Signature of Reporting Person, Date

Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
(1) Contributions and/or reinvestment of dividends under the Company's 401(k) plan during 2005.
(2) \$20.85 - \$23.58
(3) Allocation of shares under the Company's ESOP.
(4) \$200.16 - \$226.37
(5)

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Shares acquired under the Company's 2000 Long-Term Incentive Compensation Plan as the result of the Company's above-target performance during the three-year period ending December 31, 2005.

- Performance shares granted under the Company's 2000 Long-Term Incentive Compensation Plan. Shares are subject to forfeiture, in
- (6) whole or in part, based on the Company's performance on pre-determined goals during a three-year period beginning January 1, 2006 and ending December 31, 2008.

- Common stock equivalent units allocated under the Company's 2000 Long-Term Incentive Compensation Plan. Units are subject to
- (7) forfeiture, in whole or in part, based on the Company's performance on pre-determined goals during a three-year period beginning January 1, 2006 and ending December 31, 2008.

- (8) Each unit is the economic equivalent of one share of Cleco common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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